

Exhibit A

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W.R. GRACE & Co., et al,) Case No. 01-1139 (KJC)
)
Debtor.) Jointly Administered
) Objection Deadline: May 7, 2014 at 4:00 p.m.

**FIFTY-SECOND INTERIM APPLICATION OF CAPLIN & DRYSDALE,
CHARTERED, COUNSEL TO THE OFFICIAL COMMITTEE OF ASBESTOS
PERSONAL INJURY CLAIMANTS OF W.R. GRACE & CO., ET AL, FOR INTERIM
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Name of Application: Caplin & Drysdale, Chartered

Authorized to Provide
Professional Services to: The Official Committee of Asbestos
Claimants of the above-captioned
debtor and debtor-in-possession

Date of Retention: June 13, 2001 *nunc pro tunc*
To April 12, 2001

Period for which
Compensation and
Reimbursement are sought: January 1, 2014 through
February 3, 2014

Amount of Compensation
Sought as actual, reasonable
And necessary \$98,303.25

Amount of Expense
Reimbursement sought as
actual, reasonable
and necessary \$584.01

This is an: x interim final application.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W.R. GRACE & Co., <u>et al.</u> ,) Case No. 01-1139 (KJC)
)
Debtor.) Jointly Administered

**FIFTY-SECOND INTERIM APPLICATION OF CAPLIN & DRYSDALE,
CHARTERED, COUNSEL TO THE OFFICIAL COMMITTEE OF ASBESTOS
PERSONAL INJURY CLAIMANTS FOR INTERIM
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Pursuant to 11 U.S.C. §§ 330 and 331, Rule 2016 of the Federal Rules of Bankruptcy Procedure, and the Administrative Order, Pursuant to Sections 105(a) and 331 of the Bankruptcy Code, Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the "Administrative Order"), the law firm of Caplin & Drysdale, Chartered ("Caplin & Drysdale") hereby submits this fifty-second interim application ("Fifty-Second Interim Application") for an Order awarding it interim compensation for professional legal services rendered as national counsel to the Official Committee of Asbestos Personal Injury Claimants (the "Committee") of the debtor, W. R. Grace & Co., et al., ("Debtor"), in an amount of \$98,303.25, together with reimbursement of Caplin & Drysdale's actual and necessary expenses incurred in the amount of \$584.01, for the period commencing January 1, 2014 through February 3, 2014 (the "Application Period"). In support of this Fifty-Second Interim Application, Caplin & Drysdale respectfully represents as follows:

IV. JURISDICTION

1. This Court has subject matter jurisdiction pursuant to 28 U.S.C. §1334.

II. BACKGROUND

2. On April 2, 2001 (the "Petition Date"), the Debtor filed a voluntary petition for relief under Chapter 11 under Title 11 of the United States Code (the "Bankruptcy Code").

3. From the Petition Date through the date of this Fifty-Second Interim Application, the Debtor has continued to operate its businesses and manage its properties as debtor-in-possession, pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

4. On April 12, 2001, the Office of the United States Trustee appointed the Committee pursuant to section 1102 of the Bankruptcy Code.

5. On May 3, 2001, the Committee filed and served its Application For Entry Of An Order Nunc Pro Tunc As Of April 12, 2001 authorizing the employment of Caplin & Drysdale as national counsel for the Committee. On June 13, 2001, the Court entered an order, approving the retention application.

III. RELIEF REQUESTED

6. Through this Fifty-Second Interim Application, Caplin & Drysdale seek allowance and payment of \$98,303.25 in fees for services rendered during the Application Period and reimbursement of \$584.01 for reasonable and necessary expenses incurred during the Application Period. Thus, Caplin & Drysdale seeks allowance and payment in the total amount of \$98,887.26.

7. Caplin & Drysdale has received no payment and no promises for payment from any source for services rendered during the Application Period in connection with the case. There exists no agreement or understanding between Caplin & Drysdale and any other person for the sharing of any compensation to be received for services rendered by Caplin & Drysdale in the case.

8. All services for which compensation is requested by Caplin & Drysdale pursuant to this Application were performed for or on behalf of the Committee in this case.

9. This is Caplin & Drysdale' Fifty-Second Interim Application.

IV. SUMMARY OF SERVICES RENDERED

10. The professionals at Caplin & Drysdale who have provided services to or for the Committee in this case and their standard hourly rates during the Application Period were as follows:

<u>Name</u>	<u>Position</u>	<u>Years</u> <u>Experience</u>	<u>Rate</u>
Elihu Inselbuch (EI)	Member	52	\$1,100
Peter V. Lockwood (PVL)	Member	48	\$975/487.50
Trevor W. Swett (TWS)	Member	33	\$770
Ann C. McMillan (ACM)	Member	30	\$675
Rita C. Tobin (RCT)	Of Counsel	24	\$555
Andrew J. Sackett (AJS)	Of Counsel	9	\$450
Eugenia Benetos (EB)	Paralegal	11	\$235
Sara Joy DelSavio (SJD)	Paralegal	10	\$235

11. Caplin & Drysdale has maintained detailed records of the time spent in the rendition of professional services for the Committee during the Application Period. Attached hereto as Exhibit A and incorporated herein by reference is a true and correct copy of the monthly billing statement prepared for the services rendered in this case by Caplin & Drysdale (the "Billing Statement"). The Billing Statement is in the same form regularly used by Caplin & Drysdale to

bill its clients for services rendered and includes the date that the services were rendered, a detailed, contemporaneous narrative description of the services, the amount of time spent for each service and the designation of the professional who performed the service. In addition, attached hereto as Exhibit B and incorporated herein by reference is a summary by category of the professional services provided during the Application Period.

12. As set forth on Exhibits A and B, Caplin & Drysdale rendered 128.6 hours of professional services during the Application Period, resulting in legal fees totaling \$98,303.25 and associated reasonable and necessary expenses totaling \$584.01.

13. The total value of the services rendered by Caplin & Drysdale as shown on Exhibit B, broken down among the persons rendering the services is as follows*:

<u>Name</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Value</u>
Elihu Inselbuch	3.6	\$1,100	\$3,960.00
Peter Van N. Lockwood	61.4	\$975	\$59,865.00
	31.5	\$487.50	\$15,356.25
Trevor W. Swett	.3	\$770	\$231.00
Ann C. McMillan	23.5	\$675	\$15,862.50
Rita C. Tobin	3.1	\$555	\$1,720.50
Andrew J. Sackett	.4	\$450	180.00
Eugenia Benetos	3.7	\$235	\$869.50
Sara Joy DelSavio	1.1	\$235	\$258.50
Total	128.6		\$98,303.25

* Nonworking travel time is billed at one-half the attorney's usual hourly rate. See Exhibit A, Task Code .16 for breakdown.

14. Set forth below are the rates for the expenses incurred by Caplin & Drysdale for which reimbursement is requested pursuant to this Application, as well as the basis for such rates for the identified expense items:

- a) Copy charges: Caplin & Drysdale charges \$0.10 per page for copies and such charge is based on an analysis of the cost to Caplin & Drysdale to make a copy;
- b) Computer research charges: Caplin & Drysdale passes through on an exact cost basis all computer-assisted research charges; and
- c) Out-going facsimile charges: Caplin & Drysdale charges \$0.15 for each page. These charges are based on an analysis of the cost to Caplin & Drysdale to send facsimile transmissions. Caplin & Drysdale does not pass through to its client's expenses or charges related to incoming facsimile transmissions.

15. Attached hereto as Exhibit C and incorporated herein by reference is a summary by category of the expenses incurred by Caplin & Drysdale for which reimbursement is requested. This information also appears on Exhibit A hereto. Further supporting documentation is available upon request.

16. The general areas in which Caplin & Drysdale has rendered professional services to the Committee during the Application Period in the Case may be broadly characterized as follows:

- a) providing legal advice with respect to the Committee's powers and duties as an official committee appointed under section 1102 of the Bankruptcy Code;
- b) preparing on behalf of the Committee necessary applications, motions, complaints, answers, orders, agreements and other legal papers;

- c) appearing in Court to present necessary motions, applications and pleadings and otherwise protecting the interests of the Committee; and
- d) performing legal services for the Committee necessary and proper in these proceedings.

17. The generality of the foregoing description is amplified on a day-to-day basis by the Billing Statement attached as Exhibit A.

18. Thus, through this Fifty-Second Interim Application, Caplin & Drysdale seeks interim allowance and payment of \$98,303.25 in fees and \$584.01 in expenses. A Notice of Fifty-Second Interim Application will be filed and served on all parties requesting notice under Bankruptcy Rule 2002.

V. ALLOWANCE OF COMPENSATION

19. Caplin & Drysdale have endeavored to represent the Committee in the most expeditious and economical manner possible. Further, the professionals at Caplin & Drysdale have coordinated their activities with co-counsel to avoid duplication of effort on behalf of the Committee in the case whenever possible.

WHEREFORE, Caplin & Drysdale, Chartered respectfully requests that the Court enter an Order approving this Application and directing payment of \$98,303.25 in fees and reimbursement of \$584.01 in expenses, and for such other and further relief as the Court deems just and proper.

CAPLIN & DRYSDALE

/s/ Elihu Inselbuch

Elihu Inselbuch

Rita C. Tobin

Caplin & Drysdale, Chartered

600 Lexington Avenue at 52nd Street

21st Floor

New York, NY 10022

(212) 379-6000

*National Counsel for Official Committee
Of Asbestos Personal Injury Claimants*

Dated: April 17, 2014

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In Re:	:	
	:	Chapter 11
	:	
W. R. GRACE & CO., <u>et al</u> ,	:	Case No. 01-1139 (KJC)
	:	
Debtor	:	Jointly Administered
	:	Objection Deadline: May 7, 2014 at 4:00 p.m

**NOTICE OF FIFTY-SECOND INTERIM FEE APPLICATION REQUEST OF
CAPLIN & DRYSDALE, CHARTERED FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO
THE OFFICIAL COMMITTEE OF ASBESTOS PERSONAL INJURY CLAIMANTS
FOR THE PERIOD JANUARY 1, 2014 THROUGH FEBRUARY 3, 2014**

Name of Applicant:	<u>Caplin & Drysdale, Chartered</u>
Authorized to Provide Professional Services to:	<u>The Official Committee of Asbestos Personal Injury Claimants</u>
Date of Retention:	<u>April 12, 2001</u>
Period for which Compensation and Reimbursement is sought:	<u>January 1, 2014 through February 3, 2014</u>
Total Amount of Compensation sought as actual, reasonable and necessary for applicable period:	<u>\$98,303.25</u>
Total Amount of Expense Reimbursement sought as actual, reasonable and necessary for applicable period:	<u>\$584.01</u>
Total Amount of Compensation Paid as actual, reasonable and necessary for applicable period:	<u>\$0.00</u>
Total Amount of Expense Reimbursement Paid as actual, reasonable and necessary for applicable period:	<u>\$0.00</u>
Total Amount of Holdback Fees Sought for applicable period:	<u>\$19,660.65</u>

**CUMULATIVE SUMMARY OF MONTHLY APPLICATIONS OF
CAPLIN & DRYSDALE, CHARTERED, FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS COUNSEL TO
THE OFFICIAL COMMITTEE OF ASBESTOS PERSONAL INJURY CLAIMANTS
FOR THE PERIOD JANUARY 1, 2014 THROUGH FEBRUARY 3, 2014**

SUMMARY OF MONTHLY FEE AND EXPENSE STATEMENTS FOR COMPENSATION PERIOD:

		Requested		Paid	
Date Filed; Docket No.	Period Covered	Fees	Expenses	Fees	Expenses
04/02/2014; 31983	January 1-February 3, 2014	\$98,303.25	\$584.01	\$0.00	\$0.00

CUMULATIVE COMPENSATION SUMMARY BY PROJECT CATEGORY

Project Category (Examples)	Cumulative January 1- February 3, 2014 Hours	Cumulative January 1 – February 3, 2014 Value	Cumulative From Start of Case Hours	Cumulative From Start of Case Value
Asset Analysis and Recovery	.0	\$0.00	24.7	\$ 13,840.50
Asset Disposition	.0	.00	8.9	5,461.50
Business Operations	.0	.00	70.4	42,598.50
Case Administration	3.5	2,201.00	5,681.1	1,807,513.50
Claim Analysis Objection & Resolution (Asbestos)	.0	.00	1,877.4	787,360.50
Claim Analysis Objection & Resolution (Non- Asbestos)	.0	.00	91.0	47,498.00
Committee, Creditors', Noteholders' or Equity Holders'	.0	.00	180.2	106,327.00
Employee Benefits/Pension	.0	.00	21.4	14,922.00
Employment Applications, Applicant	.0	.00	62.3	18,649.50
Employment Applications, Others	.0	.00	89.2	42,674.00
Fee Applications, Applicant	6.0	2,146.00	1,037.3	369,257.50
Fee Applications, Others	.0	.00	125.2	49,926.00
Financing	.0	.00	5.4	4,521.00
Hearings	.0	.00	412.1	322,110.00
Litigation and Litigation Consulting	.0	.00	29,107.8	13,117,093.50

Plan & Disclosure Statement	87.6	78,600.00	6,424.3	4,057,765.00
Relief from Stay Proceedings	.0	.00	3.5	2,417.00
Tax Issues	.0	.00	139.2	56,206.00
Tax Litigation	.0	.00	29.7	10,175.00
Travel-Non-Working	31.5	15,356.25	1,895.7	510,783.25
Valuation	.0	.00	5.5	3,775.00
ZAI Science Trial	.0	.00	5.9	1,688.00
Fraudulent Auditor Matters	.0	.00	.5	170.00
Fee Auditor Matters	.0	.00	196.6	99,674.00
Totals	128.6	\$98,303.25	47,495.3	21,492,406.25

CUMULATIVE EXPENSE SUMMARY

Expense Category (Examples)	Total Expenses For The Period 01/01/2014 – 02-03-2014	Total Expense From The Petition Date
Computer Assisted Research	\$.00	\$ 432,105.33
Pacer Database Charges	23.10	378.76
Research Material	.00	12,428.21
Air Freight & Express Mail	11.40	25,403.80
Outside Local Deliveries	.00	4,484.35
Filing Fees	.00	164.75
Outside Fax Service	.00	12.00
Conference Meals	.00	14,418.22
Outside Photocopy Service	.00	328,949.34
Professional Fees & Expert Witness Fees	.00	2,215,805.86
Court Reporting/Transcript Service	.00	220,225.49
Miscellaneous Client Advances	.00	65,093.76
Air & Train Transportation	.00	222,616.74
Meals Related to Travel	31.25	30,561.84
Travel Expenses – Hotel Charges	407.97	130,642.25
Travel Expenses – Ground Transportation	76.75	86,070.23
Travel Expenses – Miscellaneous	.00	2,411.90
Travel Expenses – LD Calls on Hotel Bill	.00	1,956.43
Local Transportation - DC	.00	7,151.31
Local Transportation – NY	.00	657.52
Xeroxing	.00	116,337.45
Postage	33.54	7,015.59
Overtime Expenses	.00	.00
Overtime Meals	.00	26.20
Telecopier	.00	2,397.40
Long Distance –Credit Card	.00	1,080.99
Long Distance Telephone – DC	.00	2,608.37
NYO Long Distance Telephone	.00	16,318.80
Use of Cell/Home Phone	.00	3,216.99
Conference Call Services	.00	90.44
TOTAL	\$ 584.01	\$ 3,950,630.32

CAPLIN & DRYSDALE

/s/ Elihu Inselbuch

Elihu Inselbuch

Rita C. Tobin

Caplin & Drysdale, Chartered

600 Lexington Avenue at 52nd Street

21st Floor

New York, NY 10022

(212) 379-6000

*National Counsel for Official Committee
Of Asbestos Personal Injury Claimants*

Dated: April 17, 2014

EXHIBIT A**Case Administration (3.50 Hours; \$ 2,201.00)**

<u>Professionals</u>		<u>Number of Hours</u>	<u>Billing Rate</u>	<u>Value</u>
Peter Van N. Lockwood		1.30	\$975	1,267.50
Trevor W. Swett		.30	\$770	231.00
Rita C. Tobin		.80	\$555	444.00
Sara Joy Del Savio		1.10	\$235	258.50

<u>Trans Date</u>	<u>Empl Init</u>	<u>Bill Rate</u>	<u>Billing Hours</u>	<u>Full Narrative</u>
01/03/14	PVL	975.00	0.10	Rv 4 misc. filings
01/06/14	SJD	235.00	1.10	Perform docket research and e-mail relevant filings.
01/10/14	RCT	555.00	0.20	Review documents re status.
01/17/14	RCT	555.00	0.20	Review documents re status.
01/24/14	RCT	555.00	0.20	Review documents re status.
01/24/14	TWS	770.00	0.30	E-mail from L. LeClair and follow up with PVL.
01/28/14	PVL	975.00	0.60	Teleconf. Brickley
01/30/14	PVL	975.00	0.60	Teleconf. Hopkins
01/31/14	RCT	555.00	0.20	Review documents re status.

Total Task Code .04 3.50

Fee Applications, Applicant (6.00 Hours; \$ 2,146.00)

<u>Professionals</u>	<u>Number of Hours</u>	<u>Billing Rate</u>	<u>Value</u>
Rita C. Tobin	2.30	\$555	1,276.50
Eugenia Benetos	3.70	\$235	869.50

<u>Trans Date</u>	<u>Empl Init</u>	<u>Bill Rate</u>	<u>Billing Hours</u>	<u>Full Narrative</u>
01/02/14	EB	235.00	0.20	Draft and send email response to local counsel re CNO (.1); and perform review of legal docket (.1).
01/06/14	RCT	555.00	0.70	Address fee and expense matters.
01/09/14	RCT	555.00	0.60	Review pre-bills.
01/10/14	RCT	555.00	0.60	Review pre-bills.
01/23/14	RCT	555.00	0.20	Review e-mails regarding CNO(.2).
01/23/14	EB	235.00	0.50	Draft and send email to local counsel re CNOs (.2); send email to PVNL re final fee application inquiry and T/C with RCT (.3).
01/27/14	EB	235.00	1.50	Work on fee application (1.3); update J-drive (.2).
01/27/14	EB	235.00	0.50	Perform review of fee application schedule (.2); check with Accounting re payments (.3).
01/28/14	EB	235.00	0.10	Draft and send email re wire payment.
01/30/14	RCT	555.00	0.20	Address question regarding fee application format and years of experience (.1); confer with EB regarding final fee application (.1).
01/30/14	EB	235.00	0.70	Perform review of fee application schedule and create check breakdown (.4); give breakdown to EI and send to accounting and update check binder (.3).
01/31/14	EB	235.00	0.20	Perform review of fee application schedule and make updates.

Total Task Code .12 6.00

Plan & Disclosure Statement (87.60 Hours; \$ 78,600.00)

<u>Professionals</u>	<u>Number of Hours</u>	<u>Billing Rate</u>	<u>Value</u>
Elihu Inselbuch	3.60	\$1,100	3,960.00
Peter Van N. Lockwood	60.10	\$975	58,597.50

Ann C. McMillan	23.50	\$675	15,862.50
Andrew J. Sackett	.40	\$580	180.00

Trans Date	Empl Init	Bill Rate	Billing Hours	Full Narrative
01/02/14	EI	1,100.00	0.10	Prepare memorandum to R. Horkovich regarding Royal.
01/02/14	ACM	675.00	1.90	Teleconference M. Hurford re Committee minutes (.2); exchange e-mails with M. Hurford re same (.1); review Committee minutes (.8); review TDP and Trust Agreement (.8).
01/03/14	PVL	975.00	0.30	Rv Eskin emails & reply (.2); rv revised TA re same (.1)
01/03/14	EI	1,100.00	0.20	Telephone conference with ACM regarding payment percentage status.
01/03/14	ACM	675.00	1.40	Research re history of payment percentage discussions (.9); exchange e-mails with M. Eskin and PVNL re call to discuss documents (.1); teleconference P. Milch re payment percentage and Trust formation issues (.3); teleconference EI re payment percentage (.1).
01/06/14	PVL	975.00	1.20	Rv emails & reply re mtg. (.1); rv Wyron email & Shelnitz ltr and reply (.2); teleconf. EI re TA (.2); cn ACM re revised eff. date docs (.5); research re coop agmt. (.2)
01/06/14	EI	1,100.00	0.60	Telephone conference with R. Frankel regarding payment percentage status (.1); telephone conference with ACM regarding same (.1); telephone conference with R. Frankel regarding DCPF issues (.1); telephone conference with PVNL regarding closing and Trust issues (.3).
01/06/14	ACM	675.00	4.20	Teleconference EI re payment percentage discussions with FCR (.2); exchange e-mails with PVNL, M. Eskin re call scheduling (.1); exchange e-mails with P. Milch re call (.1); teleconference PVNL re Cooperation Agreement and Trust Agreement (.5); review same and Cooperation Agreement history (1.8); review DCPF proposal and exchange e-mails with Committee re same (1.5).
01/06/14	AJS	450.00	0.20	Review of emails from ACM and committee members re trust setup.

01/07/14	PVL	975.00	0.60	Rv materials re coop. agmt. and email ACM re same (.2); cn ACM re same (.1); rv emails & reply re exit fin. (.1); rv revised intercreditor agmt (.2)
01/07/14	ACM	675.00	3.00	Teleconference P. Milch re closing issues (.2); conference PVNL re Trust Agreement and Cooperation Agreement (.5); exchange e-mails with Committee re DCPF proposal (.3); send e-mail to P. Milch re same (.1); send e-mail to M. Peterson re payment percentage (.2); review Cooperation Agreement history and exchange e-mails with PVNL re same (1.7).
01/08/14	PVL	975.00	5.00	Prepare for 1/9 mtg. (1.2); tcn Eskin, Milch, Davis & ACM re eff. date docs. (1.3); rv exit fin. motion (.9); rv Orrick revs. to revised TA and email comments (.2); tcn Frankel, Wyron & Felder re eff. date docs (.5); rv revised coop agmt. (.2); teleconf. Herkovich re eff. date docs. (.3); rv emails re mtg. and reply (.2); rv Herkovich emails & reply (.2)
01/08/14	ACM	675.00	2.20	Teleconference PVNL, M. Eskin and K. Davis re Trust Agreement and Cooperation Agreement (1.3); review same (.9).
01/09/14	PVL	975.00	5.10	Cn Finke, Paul et al re eff. date docs (4.7); cn Finke, Paul, Frankel, Wyron et al re interest rate issue (.4)
01/10/14	PVL	975.00	1.60	Rv revised draft eff. date docs (.5); rv 4 complaints vs. Fresenius and email Coco re same (.9); rv emails and reply re eff. date (.2)
01/13/14	PVL	975.00	0.30	Rv revised eff. date docs.
01/13/14	ACM	675.00	0.80	Review and revise Cooperation Agreement (.7); exchange e-mails with M. Eskin re same (.1).
01/16/14	PVL	975.00	0.60	Cn ACM re TA issue (.4); rv Sinclair memo and draft trust bylaws (.2)
01/16/14	ACM	675.00	0.60	Conference PVNL re Trust Agreement (.4); teleconference M. Eskin re Bylaws and Cooperation Agreement (.2).
01/17/14	PVL	975.00	3.90	Rv draft eff. date docs and emails re same & reply (2.2); teleconf. Rice (.3); email Sinclair (.1); teleconf. Sinclair re interest issue (1.3)

01/17/14	ACM	675.00	1.80	Exchange e-mails with PVNL and Committee members re Grace exit financing motion (.7); review J. Sinclair memo re same (.3); review Bylaws and send e-mail to M. Eskin re same (.8).
01/18/14	EI	1,100.00	0.20	Memorandums regarding interest rate issue.
01/19/14	PVL	975.00	0.10	Rv Esayian email re dismissals & reply
01/20/14	PVL	975.00	2.90	Rv revised eff. date docs and email re same (1.2); rv Lender order (.1); rv Fresenius-related docs and Esayian email re same & reply (1.6)
01/20/14	EI	1,100.00	0.20	Memorandums regarding fresenius settlements.
01/20/14	ACM	675.00	0.50	Exchange e-mails with M. Eskin re draft Bylaws (.2); review same (.3).
01/21/14	PVL	975.00	4.40	Tcn Paul & Esayian (.8); Prepare for 1/22 mtg. re eff. date (1.6); teleconf. Turetsky (.6); teleconf. Sinclair (1.0); teleconf. Donley, Paul & Esayian (.4)
01/21/14	ACM	675.00	0.20	Teleconference M. Eskin re Bylaws (.1); exchange e-mails with PVNL re exit financing motion (.1).
01/22/14	PVL	975.00	5.30	Prepare for meeting re eff. date docs including review emails and confs. with Frankel, Wyron & Felder (1.2); conf. Paul, Gettleman, Jones, Esayian, Turetsky, Rosenbloom, Coco, Eskin, Davis, Horkovich, Melville, Frankel, Wyron, Felder, Rich et al (4.1)
01/22/14	ACM	675.00	0.30	Exchange e-mails with D. Cohn re TDP and Trust Agreement.
01/23/14	PVL	975.00	2.90	Rv eff. date docs and emails re same (1.3); teleconf. Sinclair re interest (1.6)
01/23/14	ACM	675.00	0.80	Review revised Trust Agreement (.3); teleconference M. Eskin re Bylaws and Cooperation Agreement (.1); exchange e-mails with D. Cohn re Trust Agreement (.1); review Cooperation Agreement and send e-mail to M. Eskin re same (.3).
01/24/14	PVL	975.00	4.00	Rv revised draft eff. date docs and emails re same and email comments to same (2.4); teleconfs. Sinclair re interest issue (1.6)

01/24/14	ACM	675.00	0.30	Send e-mail to TAC designees re Bylaws (.2); exchange e-mails with M. Eskin re same (.1).
01/26/14	PVL	975.00	0.20	Rv revised funds flow memo
01/26/14	ACM	675.00	0.10	Exchange e-mails with J. Rice re TAC composition.
01/27/14	PVL	975.00	2.30	Rv revised draft eff. date docs & emails re same (1.4); teleconf. Sinclair and email Rice et al re interest issue (.9)
01/27/14	ACM	675.00	0.60	Teleconference K. Davis, AJS re Medicare reporting (.1); exchange e-mails with R. Paul re case status (.1); review revised Trust Agreement (.3); exchange e-mails with PVNL re same (.1).
01/28/14	PVL	975.00	4.00	Tcn Rice, Frankel, Wyron, Radecki, Sinclair et al (1.1); rv revised eff. date docs and emails re same (1.2); rv emails re interest issue & reply (.3); teleconf. Barakat (.2); teleconf. Furth (1.2)
01/28/14	ACM	675.00	1.30	Teleconference M. Eskin re DCPF (.2); review Cooperation Agreement and send e-mail to M. Eskin re same (.3); exchange e-mails with M. Eskin, PVNL, R. Wyron, M. Jones and TAC re execution of Trust Agreement (.7); send e-mail to M. Eskin re Bylaws (.1).
01/29/14	PVL	975.00	3.90	Tcn Donley, Paul, Esayan, & Barakat (.5); teleconf. Donley (.2); tcn J. Carey et al (.1); rv emails & reply re eff. date (.2); draft email to Furth (1.5); teleconf. EI (1.1); rv revised eff. date docs and emails re same (.3)
01/29/14	EI	1,100.00	1.00	Telephone conference with PVNL regarding Fresenius issue (.7); telephone conference with R. Horkovich regarding insurance issues (.2); telephone conference with J. Sinclair regarding values (.1).
01/29/14	ACM	675.00	1.00	Exchange e-mails with A. Harper re status (.1); review proposed securities filings and e-mail from J. Melville re same (.8); exchange e-mails with J. Melville re same (.1).
01/29/14	AJS	450.00	0.10	Phone call w/ pro se claimant re trust status.
01/30/14	PVL	975.00	4.10	Teleconfs. Donley (.7); rv emails re eff. date issues & reply (.6); emails Furth (.2); teleconf. EI (.2); teleconf. Rice (.1); teleconf. Horkovich (.2); rv funds

				flow memo (.3); rv revised eff. date docs (.5); teleconf. Wyron (.3); tcns Furth & Donley (.5); rv revised Abner stip. and email Donley (.2); execute eff. date docs (.3)
01/30/14	EI	1,100.00	1.30	Confer with R. Frankel regarding payment percentage (1.0); telephone conferences with ACM regarding same (.2); discuss Trust and DCPF issues with ACM (.1).
01/30/14	ACM	675.00	1.60	Teleconference EI re payment percentage (.1); teleconference P. Milch re same (.1); review securities filings and draft memo to TAC re same (1.0); exchange e-mails with PVNL and M. Jones re Trust Agreement signature pages (.2); exchange e-mails with TAC re SEC filings (.2).
01/30/14	AJS	450.00	0.10	Phone call w/ EI and ACM re trust status.
01/31/14	PVL	975.00	2.50	Rv eff. date docs and emails re same & reply (1.7); teleconf. Donley (.3); teleconf. Wyron (.3); prepare for closing mtg. (.2)
01/31/14	ACM	675.00	0.70	Exchange e-mails with TAC and M. Jones re Trust Agreement signature pages (.3); exchange e-mails with TAC and J. Melville re securities filings (.4).
02/02/14	PVL	975.00	0.30	Rv emails & reply re eff. date docs
02/02/14	ACM	675.00	0.20	Exchange e-mails with M. Jones re signature pages.
02/03/14	PVL	975.00	4.60	Consummate POR at K&E NYC

Total Task Code .17 87.60

Travel Non - Working (31.50 Hours; \$ 15,356.25)

<u>Professionals</u>	<u>Number of Hours</u>	<u>Billing Rate</u>	<u>Value</u>
Peter Van N. Lockwood	31.50	\$487.50	15,356.25

<u>Trans Date</u>	<u>Empl Init</u>	<u>Bill Rate</u>	<u>Billing Hours</u>	<u>Full Narrative</u>
01/08/14	PVL	487.50	3.90	To NYC for meeting
01/09/14	PVL	487.50	5.00	Travel to K&E (.2); to D.C. (4.8)
01/22/14	PVL	487.50	12.40	Travel to NYC and return.
02/03/14	PVL	487.50	10.20	Travel to & from NYC

Total Task Code .21 31.50

Other Charges:

Air Freight & Express Mail	11.40
Meals Related to Travel	31.25
Pacer - Database Charges	23.10
Postage & Air Freight	33.54
Travel Expenses - Ground Transportation	76.75
Travel Expenses - Hotel Charges	407.97

Total: \$584.01

EXHIBIT B

Case Administration (3.50 Hours; \$ 2,201.00)

Services rendered in this category pertain to the general administration of the bankruptcy case and coordination with local counsel to the Asbestos Committee on all pending matters.

Total Task Code .04 3.50

Fee Applications, Applicant (6.00 Hours; \$ 2,146.00)

Services rendered in this category pertain to the preparation and review of Caplin & Drysdale's fee application.

Total Task Code .12 6.00

Plan & Disclosure Statement (87.60 Hours; \$ 78,600.00)

Services rendered in this category pertain to the formulation of a reorganization plan and disclosure statement and confirmation of a reorganization plan.

Total Task Code .17 87.60

Travel-Non - Working (31.50 Hours; \$ 15,356.25)

Services rendered in this category include non-working time spent by Caplin & Drysdale attorneys traveling to hearings, conferences and Committee meetings. Such time is billed at one-half an attorney's usual hourly rate.

Total Task Code .21 31.50

EXHIBIT C

Other Charges:

Air Freight & Express Mail	11.40
Meals Related to Travel	31.25
Pacer - Database Charges	23.10
Postage & Air Freight	33.54
Travel Expenses - Ground Transportation	76.75
Travel Expenses - Hotel Charges	407.97

Total: \$584.01

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Client Number: 4642

Grace Asbestos Personal Injury Claimants

Matter 000

Disbursements

Page: 1

2/21/2014

Print Date/Time: 02/21/2014 1:59:20PM

Invoice #

Attn:

PREBILL / CONTROL REPORT

Matter 000
Disbursements

Bill Cycle: Monthly Style: 41 Start: 4/16/2001 Last Billed: 1/23/2014 13,655

Client Retainers Available \$4,806.34 Committed to Invoices: \$0.00 Remaining: \$4,806.34

Trans Date Range: 1/1/1950 to: 1/31/2014

Total Expenses Billed To Date \$3,950,046.41

Billing Empl: 0120 Elihu Inselbuch
Responsible Empl: 0120 Elihu Inselbuch
Alternate Empl: 0120 Elihu Inselbuch
Originating Empl: 0120 Elihu Inselbuch

Summary by Employee

Empl	Initials	Name	A C T U A L		B I L L I N G	
			Hours	Amount	Hours	Amount
0020	FVL	Peter Van N Lockwood	0.00	530.27	0.00	530.27
0191	ACM	Ann C McMillan	0.00	19.24	0.00	19.24
0380	EB	Eugenia Benetos	0.00	23.10	0.00	23.10
0999	C&D	Caplin & Drysdale	0.00	11.40	0.00	11.40
Total Fees			0.00	584.01	0.00	584.01

Detail Time / Expense by Date

TransNo.	Description	TransType	Trans Date	Work Empl	A C T U A L		B I L L I N G			
					Rate	Hours	Rate	Hours	Amount	Cumulative
3072935	Federal Express -Delivery to M.Hurford, 12/24/13	E	01/09/2014	0999	C&D	0.00	\$11.40	0.00	\$11.40	11.40
3073789	Peter Van N. Lockwood -Snack while on Travel to/from NY, 1/8/14 - 1/14/14	E	01/14/2014	0020	FVL	0.00	\$10.00	0.00	\$10.00	21.40
3073790	Peter Van N. Lockwood -Hotel Elysee 1-Night Lodging while on Travel to/from NY, 1/8/14 - 1/14/14	E	01/14/2014	0020	FVL	0.00	\$407.97	0.00	\$407.97	429.37
3073791	Peter Van N. Lockwood -Cab Fares, Parking, & Local Transit while on Travel to/from NY, 1/8/14 - 1/14/14	E	01/14/2014	0020	FVL	0.00	\$54.75	0.00	\$54.75	484.12
3076678	Postage	E	01/27/2014	0020	FVL	0.00	\$14.30	0.00	\$14.30	498.42

{C0356451.1}

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Client Number: 4642

Grace Asbestos Personal Injury Claimants

Matter: 000

Disbursements

Page: 1
2/21/2014

Print Date/Time: 02/21/2014 1:59:20PM

Invoice #

Attn:

3077308	Petty Cash -Meal while on travel to/from NY, 1/22/14 (FVNL)	E	01/30/2014	0020	FVL	0.00	\$21.25	0.00	\$21.25	519.67
3077309	Petty Cash -Parking at DC Union Station while on travel to/from NY, 1/22/14 (FVNL)	E	01/30/2014	0020	FVL	0.00	\$22.00	0.00	\$22.00	541.67
3077444	Pacer Service Center -Database Research Charges, 10/1/13 - 12/31/13 (EB)	E	01/30/2014	0380	EB	0.00	\$23.10	0.00	\$23.10	564.77
3079028	Postage	E	01/31/2014	0191	ACM	0.00	\$19.24	0.00	\$19.24	584.01
Total Expenses						0.00	\$584.01	0.00	\$584.01	
	Matter Total Fees					0.00	0.00			
	Matter Total Expenses						584.01		584.01	
	Matter Total					0.00	584.01	0.00		
	Prebill Total Fees						\$584.01		\$584.01	
	Prebill Total Expenses								\$584.01	
	Prebill Total					0.00	\$584.01	0.00		

Previous Billings

InvoiceNo	InvoiceDate	InvoiceTotal	OpenTotal
74,007	04/22/2010	55,577.50	137.53
86,825	03/26/2012	73,596.50	14,719.30
95,666	08/14/2013	12,959.00	2,591.80
96,232	09/11/2013	5,717.00	1,143.40
97,318	10/23/2013	23,709.00	4,741.80
97,356	11/22/2013	12,241.50	2,448.30
98,324	12/23/2013	21,804.00	4,360.80
98,592	01/23/2014	35,736.20	35,736.20
		241,340.70	65,879.13

{C0356461.1}

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W.R. GRACE & CO., *et al.*,) Case No. 01-01139 (KJC)
)
Debtors.) Jointly Administered
)
)

CERTIFICATE OF SERVICE

I, Mark T. Hurford, of Campbell & Levine, LLC, hereby certify that on April 17, 2014, I caused a copy of the foregoing to be served upon the Notice Parties in accordance with the Amended Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members [Docket No. 1949].

/s/ Mark T. Hurford

Mark T. Hurford (No. 3299)

Dated: April 17, 2014

WR Grace 01-1139
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